

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)**

JUDY JIEN, *et al.*,

Plaintiffs,

v.

PERDUE FARMS, INC., *et al.*,

Defendants.

Civil Action No.: 1:19-cv-2521-SAG
Honorable Stephanie A. Gallagher

**DEFENDANT BUTTERBALL, LLC'S ANSWER
TO PLAINTIFFS' SECOND AMENDED CONSOLIDATED COMPLAINT**

Defendant Butterball, LLC (“Butterball”), by and through its undersigned counsel, answers and avers as follows with respect to the Second Amended Consolidated Complaint (ECF No. 386, “Complaint,” “Compl.” or “SAC”) filed Plaintiffs Judy Jien, Kieo Jibidi, Elaisa Clement, Glenda Robinson, and Emily Earnest (collectively, “Plaintiffs”). Butterball denies that it violated the Sherman Antitrust Act or entered into any unlawful conspiracy. Butterball also denies that Plaintiffs can satisfy the requirements of Rule 23 of the Federal Rules of Civil Procedure.

Except as otherwise expressly stated below, Butterball answers and responds only to those allegations in the Complaint that are expressly directed to Butterball—not other defendants or alleged co-conspirators—and Butterball lacks sufficient knowledge or information to form a belief concerning the truth of allegations directed to other Defendants, alleged co-conspirators, or the employees or executives of other Defendants or alleged co-conspirators, and thus denies those allegations.

Butterball objects to every allegation in the Complaint that refers to “Class Members” because no class has been certified in this action and Butterball avers that no class should be

certified in this action. Butterball thus construes the phrase “Class Members” or any similar phrase to mean putative class members.

Butterball denies every allegation in the Complaint not expressly admitted in this Answer.

Butterball answers the specific allegations in the Complaint as follows:

1. Denied.

2. Butterball admits that it processes and sells turkey products, and that Plaintiffs named Butterball, thirteen other poultry processors and their subsidiaries, Agri Stats, Inc. (“Agri Stats”), and Webber, Meng, Sahl and Company (“WMS”) as Defendants. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

3. Defendant Processors, their subsidiaries, and related entities own and operate approximately 200 poultry processing plants in the continental United States. These poultry processing plants have employed hundreds of thousands of Class Members who facilitate the processing of live chickens and turkeys into poultry products sold to retailers and consumers. Class Members have occupied various positions in poultry processing plants, from hanging live birds to slicing meat from their bones to repairing the machines to supervising processing lines.

3. Butterball admits it owns turkey processing plants in the continental United States and has employed thousands of individuals since 2009. Butterball further admits that other Defendants own poultry processing plants in the United States and, upon information and belief, employ thousands of employees throughout the continental United States but Butterball lacks sufficient knowledge or information to form a belief about the truth or accuracy of the allegations related to the specific number of poultry processing plants and the number of employees who work in those poultry processing plants. Butterball denies that Plaintiffs have alleged an appropriate

“Class” and denies that Plaintiffs can satisfy the requirements of Rule 23 of the Federal Rules of Civil Procedure. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

4. Butterball admits that (1) Butterball pays its employees hourly wages, annual salaries, and provides other employment benefits; (2) among other factors, a Butterball employee’s position and years of experience are factors that affect an employee’s wages, salary, and/or benefits; and (3) Butterball’s executives collaborate with other Butterball employees to decide on hourly wages, salaries, and employment benefits. Butterball lacks sufficient information or knowledge to form a belief about the hourly wages, salaries, and employment benefits provided by entities other than Butterball and on that basis, denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

5. Denied.

6. Denied.

7. Butterball admits that WMS and Agri Stats provided reports related to employees of turkey processors—not chicken producers or processors—to Butterball from time to time, and that Butterball has, from time to time, submitted certain information to Agri Stats and WMS. Butterball avers that the Agri Stats and WMS reports are lawful, procompetitive, and the reports from Agri Stats and WMS are not meaningfully different from other lawful industry reports. Butterball lacks sufficient knowledge or information to form a belief about the services or reports Agri Stats or WMS provides to entities other than Butterball or the information other entities provide to Agri Stats or WMS, and on that basis, Butterball denies all allegations regarding entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations in this paragraph.

8. Butterball admits that, from time to time, managers at its turkey processing plants communicated with managers or employees of other businesses within the same geographic area, including, at times, managers or employees of other poultry processing plants in the same geographic area. Butterball further avers that the hourly wages paid by other businesses, including other poultry processors, in the same geographic area were often publicly available through public advertisements and other means. Butterball lacks sufficient knowledge or information to form a belief about truth or accuracy of the allegations about the alleged conduct of employees or managers of entities other than Butterball, and on that basis, denies all allegations regarding entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

9. Denied.

10. Plaintiffs have not produced and did not attach the “economic analysis” purportedly “conducted by expert economists retained by Plaintiffs” and Butterball thus lacks sufficient knowledge or information to form a belief as to the allegations related to the “economic analysis,” or the truth of the matters asserted. On that basis, Butterball denies the allegations related to the reference “economic analysis.” To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

11. Butterball admits that Plaintiffs purport to bring a putative class action under the Sherman Act against the Defendants, that Plaintiffs seek actual, compensatory, and treble damages, as well as costs, attorneys’ fees and interest, and that Plaintiffs have demanded a jury trial. Butterball avers that Plaintiffs are not entitled to any damages, fees, costs, or other relief. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

12. Butterball states the allegations of this paragraph are legal conclusions to which a

response is neither necessary nor appropriate, but Butterball further states that it does not contest the Court's subject matter jurisdiction at this time. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

13. Butterball denies that it coordinated any restraint of trade, caused any injury to the putative Class Members or any current or former employee of Butterball, participated in any conspiracy or "unlawful scheme," suppressed compensation, or otherwise violated any federal or state law. Butterball lacks sufficient information or knowledge about other entities to form a belief and on that basis, Butterball denies the allegations as to entities other than Butterball. Butterball further states that Paragraph 13 states various conclusions of law, and, as such, does not require a response by Butterball. To the extent any response is required and to the extent not expressly admitted, Butterball denies all allegations of this paragraph. Butterball does not, however, contest personal jurisdiction at this time.

14. Butterball denies that Plaintiffs stated a claim against Butterball or that Butterball performed any act that could give rise to a claim against Butterball under the Sherman Act or any other statute or legal theory. Butterball does not, however, contest venue in this Court over this action at this time. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

15. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

16. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

17. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

18. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

19. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

20. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

21. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph as to entities other than Butterball and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

22. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

23. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph as to entities other than Butterball and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

24. This paragraph does not allege a fact and a response is not required or appropriate. To the extent a response is required, Butterball denies all allegations of this paragraph.

25. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

26. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

27. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

28. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

29. This paragraph does not allege a fact and a response is not required or appropriate. To the extent a response is required, Butterball denies the allegations of this paragraph.

30. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

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52. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

53. Butterball admits that it is a North Carolina limited liability company with headquarters in Garner, North Carolina. Butterball admits that it has employed individuals in North Carolina, Missouri, and Arkansas since 2009. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

54. Butterball admits that WMS and Agri Stats provided reports--related to employees of turkey processors—not chicken producers or processors—to Butterball from time to time, and

that Butterball has, from time to time, submitted certain information to Agri Stats and WMS. Butterball avers that Agri Stats and WMS reports are lawful, procompetitive, and that the reports from Agri Stats and WMS are not meaningfully different from other lawful industry reports. Butterball lacks sufficient knowledge or information to form a belief about the services that Agri Stats or WMS provides to entities other than Butterball, information other entities provide to Agri Stats or WMS, or the allegations about entities other than Butterball and on that basis, Butterball denies all allegations regarding entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations in this paragraph.

55. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

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57. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

58. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

59. Butterball avers that the reports Butterball received from Agri Stats were lawful, procompetitive, and were not meaningfully different from other lawful industry reports. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this

paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

60. Butterball admits that, from time to time, Agri Stats provided reports related to employees of turkey processors—not chicken producers or processors—to Butterball, and that Butterball has, from time to time, submitted certain information to Agri Stats. Butterball avers that Agri Stats reports are lawful, procompetitive, and that the reports from Agri Stats are not meaningfully different from other lawful industry reports. Butterball also admits that, from time to time, Butterball employees attended conferences in Destin, Florida, that were also attended by other employees or representatives of other Defendants. Butterball lacks sufficient knowledge or information to form a belief about the services that Agri Stats provides to entities other than Butterball, information other entities provide to Agri Stats, or the allegations about entities other than Butterball and on that basis, Butterball denies all allegations regarding entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations in this paragraph.

61. Butterball avers that the reports WMS provided to Butterball were lawful, procompetitive, and were not meaningfully different from other lawful industry reports. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph about entities other than Butterball and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

62. Butterball admits that WMS provided reports to Butterball from time to time, and that Butterball has, from time to time, submitted certain information to WMS. Butterball also admits that, from time to time, Butterball employees received and considered the WMS reports. Butterball avers that WMS reports are lawful, procompetitive, and that the reports from WMS are

not meaningfully different from other lawful industry reports. Butterball also admits that, from time to time, Butterball employees attended conferences in Destin, Florida, that were also attended by employees of other Defendants. Butterball lacks sufficient knowledge or information to form a belief about the services WMS provides to entities other than Butterball, information other entities provide to WMS, or the allegations about entities other than Butterball and on that basis, Butterball denies all allegations regarding entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations in this paragraph.

65. Denied.

66. Butterball lacks sufficient information or knowledge to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies all allegations in this paragraph.

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124. Butterball lacks sufficient information or knowledge to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies all allegations in this paragraph.

125. Butterball lacks sufficient information or knowledge to form a belief about the truth of the allegations in this paragraph and on that basis, Butterball denies all allegations in this paragraph.

126. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of allegations about unnamed persons and corporations and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

127. Denied.

128. Denied.

129. Butterball admits that it pays its employees in Arkansas and Missouri by mailing checks or transmitting funds from Butterball's corporate headquarters in North Carolina. Butterball lacks sufficient information or knowledge to form a believe about the truth of the allegations about other entities or Defendants and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

130. Butterball admits that the turkeys processed by Butterball in North Carolina, Missouri, and Arkansas are sold in other states. Butterball lacks sufficient information or knowledge to form a believe about the truth of the allegations about other entities or Defendants and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

131. Butterball admits it received reports from WMS and Agri Stats related to employees of turkey processors, not chicken producers or processors. Butterball avers that Agri Stats reports are lawful, procompetitive, and the reports from Agri Stats are not meaningfully different from other lawful industry reports. Butterball lacks sufficient information or knowledge to form a believe about the truth of the allegations about other entities or Defendants and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

132. Butterball admits that it sells turkey products in numerous states. Butterball lacks sufficient information or knowledge to form a believe about the truth of the allegations about other entities or Defendants and on that basis, Butterball denies all allegations in this paragraph about

entities or Defendants other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

133. Admit.

134. Butterball lacks sufficient information or knowledge to form a belief about the truth of the allegations about other entities or Defendants and on that basis, Butterball denies the allegations about entities or Defendants other than Butterball. Plaintiffs have not produced, attached, or cited the source of statistics quoted in the paragraph and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statistics cited in the paragraph. On that basis, Butterball denies all allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

135. Butterball admits that turkey products may be sold in different forms. Butterball lacks sufficient information or knowledge to form a belief as the truth of the allegations about other entities and processors of chicken products and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

136. Butterball lacks sufficient information or knowledge to form a belief as the truth of the allegations about other entities or processors of chicken products, and on that basis, Butterball denies allegations in this paragraph about other entities or chicken products. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

137. Butterball states that it cannot respond to the vague allegation related to “[w]hen commercial poultry production first emerged” and on that basis, denies the allegations in the first and second sentences of Paragraph 137. Butterball lacks sufficient information or knowledge to form a belief as the truth of the allegations about other entities or processors of chicken products,

and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

138. Butterball admits that it processes turkeys for consumption after they reach maturity and that processing turkeys requires slaughtering the turkeys and processing the raw turkey into products fit and designed for human consumption. Butterball lacks sufficient information or knowledge to form a belief as the truth of the allegations about other entities or processors of chicken products and on that basis, Butterball denies all allegations in this paragraph about entities other than Butterball or processors of chicken products. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

139. Butterball admits that it owns processing plants in North Carolina, Missouri, and Arkansas. Butterball lacks sufficient information or knowledge to form a belief as the truth of the allegations about other entities or processors of chicken products, and on that basis, Butterball denies all the allegations in this paragraph about other entities or processors of chicken products. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

140. Butterball admits that its processing plants are located in rural areas and certain growers of turkeys are also located in nearby rural locations. Butterball admits that some of its turkey processing plants are within 13 miles of another poultry processing plant. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

141. Butterball admits that some of its employees have quit their employment with Butterball and later been employed by other Defendants. Butterball lacks sufficient information

or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

142. Butterball lacks sufficient information to admit or deny the authenticity of the image in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

143. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

144. Denied.

145. Butterball admits that it employs live hangers, eviscerators, deboners, and supervisors. Butterball lacks sufficient information to admit or deny the allegations about other entities and on that basis, Butterball denies the allegations of this paragraph that relate to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

146. Butterball admits that some of its employees receive hourly wages and some of its employees are paid annual salaries. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

147. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations of this paragraph and on that basis, Butterball denies the allegations

of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

148. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations of this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

149. Butterball lacks information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

150. Butterball lacks information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

151. Butterball admits that it pays some employees at its processing plants more than other employees based on a variety of factors. Butterball lacks sufficient information to admit or deny the allegations about entities other than Butterball and on that basis, Butterball denies the allegations related to any entity other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

152. Butterball admits that it pays some employees at its processing plants more than other employees based on a variety of factors. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than

Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

153. Butterball admits that compensation to employees is part of Butterball's operating cost. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

154. Butterball admits that certain executives participate in some decisions related to compensation of Butterball employees. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

155. Butterball states that Plaintiffs have not named or identified the "multiple former human resources employees" or whether those individuals are former Butterball employees, and thus Butterball cannot admit or deny those allegations. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

156. Butterball admits that the compensation and benefits Butterball provides to its employees depend, in part, on their positions and job titles. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

157. Butterball lacks sufficient information or knowledge to form a belief as to the truth

or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees and executives of entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball and statements attributed to employees and executives of entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

158. Butterball admits that some of its hourly-paid workers are members of union. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

159. Butterball admits that collective bargaining agreements sometimes specify particular wage increases. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

160. Plaintiffs have not produced and did not attach the October 2015 Oxfam America report referenced in this paragraph and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to that report, or the truth of the matters asserted. On that basis, Butterball denies the allegations related to those unattached and unproduced reports. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

161. Plaintiffs have not produced and did not attach the reports referenced and quoted in this paragraph and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to those reports, or the truth of the matters asserted. On

that basis, Butterball denies the allegations related to those unattached and unproduced reports. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

162. Plaintiffs have not produced and did not attach the report referenced and quoted in this paragraph and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to that report, or the truth of the matters asserted. On that basis, Butterball denies the allegations related to that unattached and unproduced report. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

163. Butterball admits that some of its employees speak English as a second language. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

164. Plaintiffs have not produced and did not attach the book or statement referenced in this paragraph, and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to the book or former Senior Policy Advisor of OSHA, or the truth of the matters asserted. On that basis, Butterball denies the allegations related to those unattached and unproduced book and statement. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

165. Plaintiffs have not produced and did not attach the 2015 Oxfam America report referenced in this paragraph, and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to that report, or the truth of the matters asserted. On that basis, Butterball denies the allegations related to those unattached and unproduced report. Butterball lacks sufficient information or knowledge to form a belief as to the

truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

166. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies all allegations in this paragraph.

167. Plaintiffs have not produced and did not attach article, and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to the article, or the truth of the matters asserted. On that basis, Butterball denies the allegations related to the unattached and unproduced article. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

168. Butterball admits that its employees must meet certain criteria related to education and experience. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

169. Denied.

170. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies all allegations in this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

171. Denied.

172. Denied.

173. Denied.

174. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and the unnamed executives of entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball and the unnamed executives of entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

175. Denied.

176. Butterball lacks sufficient information to admit or deny whether a former executive of Perdue Farms made the statement attributed to him or her in this paragraph and on that basis, Butterball denies the allegation related to the former executive of Perdue Farms. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

177. Denied.

178. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

179. Butterball does not deny that WMS conducted surveys of compensation paid to employees of Butterball and other defendants. Butterball lacks sufficient information to admit or deny whether the quoted language appears or appeared on WMS's website and on that basis, Butterball denies the allegations of this paragraph related to statements on WMS's website. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

180. Butterball admits that it has, from time to time, submitted certain information to WMS. Butterball avers that WMS reports are lawful, procompetitive, and that the reports from

WMS are not meaningfully different from other lawful industry reports. Butterball lacks sufficient information to admit or deny whether an employee of Pilgrims made the quoted statements attributed to the employee in this paragraph and on that basis, Butterball denies the allegations of this paragraph related to entities other than Butterball and employees of entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

181. Butterball admits that WMS circulated results of its survey to Butterball and that WMS presented a PowerPoint at certain meetings. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

182. Butterball notes that the first sentence of this paragraph is vague and does not identify the specific “detailed compensation data for both salaried employees and hourly-paid employees.” To the extent further response is required, Butterball avers that the WMS reports only contained industry information that was not competitively sensitive and could not be used to coordinate wages, salaries, compensation, or benefits among turkey or other poultry producers or processors. Butterball further states that Plaintiff did not attach and have not produced the “WMS survey” or the “WMS PowerPoint presentation” that are referenced in this paragraph. To the extent further response is required, Butterball states that it lacks sufficient knowledge or information about the unattached and unspecified survey and PowerPoint presentation to form a belief as to the truth or accuracy of the allegations related to those documents and on that basis, Butterball denies the allegations of this paragraph related to the survey and the referenced PowerPoint presentation. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

183. Butterball notes that the first sentence of this paragraph is vague and does not identify the information related to “hourly paid workers at poultry processors.” If further response is required, Butterball states that the WMS reports only contained industry information that was not competitively sensitive and could not be used to coordinate wages, salaries, compensation, or benefits among turkey or other poultry producers or processors. Butterball further states that Plaintiff did not attach and have not produced the “WMS survey” or the “WMS PowerPoint presentation” that are referenced in this paragraph. To the extent further response is required, Butterball lacks sufficient knowledge or information about the unattached and unspecified survey and PowerPoint presentation to form a belief as to the truth or accuracy of the allegations related to those documents and on that basis, Butterball denies the allegations of this paragraph related to the survey and the PowerPoint presentation. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

184. Butterball notes that this paragraph does not identify, attach, or produce the “WMS survey results” referenced in this paragraph. If further response is required, Butterball avers that the WMS reports only contained industry information that was not competitively sensitive and could not be used to coordinate wages, salaries, compensation, or benefits among turkey or other poultry producers or processors. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

185. Butterball notes that this paragraph does not identify, attach, or produce the “WMS survey results” referenced in this paragraph. If further response is required, Butterball avers that the WMS reports only contained industry information that was not competitively sensitive and could not be used to coordinate wages, salaries, compensation, or benefits among turkey or other poultry producers or processors. To the extent not expressly admitted, Butterball denies all

allegations of this paragraph.

186. Butterball notes that Plaintiffs have not identified, attached, or produced the “survey results” referenced in this paragraph. If further response is required, Butterball avers that the WMS reports only contained industry information that was not competitively sensitive and could not be used to coordinate wages, salaries, compensation, or benefits among turkey or other poultry producers or processors. Butterball further states that it lacks sufficient information or knowledge to form a belief about the truth of allegations related to entities and employees of entities other than Butterball and on that basis, Butterball denies those allegations. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

187. Butterball lacks sufficient information or knowledge to form a belief about the truth of allegations related to entities and employees of entities other than Butterball and on that basis, Butterball denies those allegations. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

188. Butterball admits that WMS provided reports to Butterball from time to time, and that Butterball executives have, from time to time, reviewed those reports. Butterball further states that it lacks sufficient information or knowledge to form a belief about the truth of allegations related to entities and employees of entities other than Butterball and on that basis, Butterball denies those allegations. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

189. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

190. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

191. Butterball further states that it lacks sufficient information or knowledge to form a belief about the truth of allegations related to entities and employees of entities other than Butterball and on that basis, Butterball denies those allegations. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

192. Butterball lacks sufficient information or knowledge to form a belief about the truth of allegations related to entities and employees of entities other than Butterball and on that basis, Butterball denies those allegations. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

193. Butterball admits that a representative of Butterball attended a meeting in April 2017 at the Hilton Sandestin Resort Hotel & Spa in Destin Florida. Butterball states that it lacks sufficient information or knowledge to form a belief about the truth of allegations related to entities and employees of entities other than Butterball and on that basis, Butterball denies those allegations. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

194. Butterball admits that it did not attend any meeting related to WMS prior to 2015. Butter further admits that before 2015, the National Turkey Federation would, from time to time, distribute certain reports to Butterball. Butterball avers that the reports distributed by the National Turkey Federation were lawful, procompetitive, and that the reports from the National Turkey Federation were not meaningfully different from other lawful industry reports. Butterball lacks

sufficient knowledge to form a belief as to the truth or accuracy of the alleged statement attributed to an anonymous and undisclosed “former employee of Butterball,” and on that basis, Butterball denies the allegation related to an anonymous former Butterball employee. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

195. Butterball admits that, from time to time, Butterball submitted certain information to Agri Stats, and, from time to time, Agri Stats provided Butterball with certain reports related to employees of turkey processors, not chicken producers or processors. Butterball avers that Agri Stats reports are lawful, procompetitive, and that the reports from Agri Stats are not meaningfully different from other lawful industry reports. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

196. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to alleged acts by Agri Stats and entities other than Butterball and on that basis, Butterball denies all allegations related to alleged conduct by Agri Stats and entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

197. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

198. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

199. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the statement attributed to Agri Stats, and the availability of reports prepared by Agri Stats, and on that basis, Butterball denies those allegations. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

200. Butterball admits that, from time to time, Butterball submitted certain information to Agri Stats, and Agri Stats provided Butterball with certain reports from time to time that related to employees of turkey processors, not chicken producers or processors. Butterball avers that Agri Stats reports are lawful, procompetitive, and that the reports from Agri Stats are not meaningfully different from other lawful industry reports. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to Tyson Foods and on that basis, Butterball denies all allegations related to Tyson Foods. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

201. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations about Agri Stats' conduct and on that basis, Butterball denies the allegations of this paragraph related to Agri Stats. Upon information and belief, and based on a review of the transcript of the earnings call for Sanderson Farms on or about October 29, 2009, Butterball admits that Mr. Snyder made the statement attributed to him and quoted in this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

202. Butterball admits that, from time to time, Butterball submitted certain information to Agri Stats, and Agri Stats provided Butterball with certain reports from time to time related to employees of turkey processors, not chicken producers or processors. Butterball avers that Agri Stats reports are lawful, procompetitive, and that the reports from Agri Stats are not meaningfully different from other lawful industry reports. Butterball lacks sufficient information or knowledge

to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

203. Butterball admits that, from time to time, Butterball submitted certain information to Agri Stats, and Agri Stats provided Butterball with certain reports from time to time that related to employees of turkey processors, not chicken producers or processors. Butterball avers that Agri Stats reports are lawful, procompetitive, and that the reports from Agri Stats are not meaningfully different from other lawful industry reports. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

204. Butterball admits that the data distributed by Agri Stats is anonymous and including aggregated information about wages for employees of some turkey-processing plants. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

205. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

206. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

207. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies all allegations of this paragraph.

208. Butterball notes that Plaintiffs did not name or identify the “former of employee of Butterball” who supposedly made the statement attributed to him or her in Paragraph 208, and Butterball has not identified the former Butterball employee referenced in Paragraph 208 or any current or former Butterball employee who claims to have made the statement referenced in Paragraph 208. Butterball thus lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to an alleged statement by an anonymous and unidentified former Butterball employee and on that basis, Butterball denies the allegations related an alleged statement by a former Butterball employee. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

209. Butterball admits that its employees met with representatives of Agri Stats from time to time but Butterball further states that the allegations about supposed meetings with Agri Stats do not allege a date or place. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

210. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted,

Butterball denies all allegations of this paragraph.

211. Butterball notes that Plaintiffs did not name or identify the “former of employee of Butterball” who supposedly made the statement attributed to him or her in this paragraph, and Butterball has not identified the former Butterball employee referenced in Paragraph 211 or any current or former Butterball employee who claims to have made the statement referenced in this paragraph. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. Except as expressly admitted, Butterball denies the allegations of this paragraph.

212. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees and executives of entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball and statements attributed to employees and executives of entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

213. Butterball admits that, from time to time, its employees reviewed reports provided to Butterball by Agri Stats that related to employees of turkey processors. Butterball avers that Agri Stats reports are lawful, procompetitive, and that the reports from Agri Stats are not meaningfully different from other lawful industry reports. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees and executives of entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball and statements attributed to employees and executives of entities other than Butterball. To the

extent not expressly admitted, Butterball denies all allegations of this paragraph.

214. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

215. Butterball notes that Plaintiffs did not name or identify the “former of employee of Butterball” who supposedly made the statement attributed to him or her in this paragraph, and Butterball has not identified the former Butterball employee referenced in this paragraph or any current or former Butterball employee who claims to have made the statement referenced in in this paragraph. Butterball thus lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies the allegations in this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

216. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees and executives of entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball and statements attributed to employees and executives of entities other than Butterball. Butterball admits that it shared certain Agri Stats data with union representatives during some union negotiations but Butterball further states that this paragraph does not specify any details related to a specific union negotiation. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

217. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball

denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

218. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

219. Denied.

220. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

221. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

222. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

223. Plaintiffs have not produced and did not attach the February 15, 2017, article referenced in this paragraph, and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to the article or the truth of the matters asserted. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

224. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

225. Butterball admits that, from time to time, employees at Butterball's turkey processing plants spoke to employees of other businesses in the same geographic and, from time to time, discussed compensation provided to employees of those other businesses. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

226. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees of entities other than Butterball and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

227. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees of entities other than Butterball and on that basis, Butterball denies the allegations of this paragraph.

228. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball

denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

229. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees and executives of entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball and statements attributed to employees and executives of entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

230. Butterball notes that Plaintiffs did not name or identify the “former of employee of Butterball” who supposedly made the statement attributed to him or her in this paragraph, and Butterball has not identified the former Butterball employee referenced in this paragraph or any current or former Butterball employee who claims to have made the statement referenced in this paragraph. Butterball thus lacks sufficient information or knowledge to form a belief as to whether a former Butterball employee made the statements alleged in this paragraph but Butterball denies the truth of the statements. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

231. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees and executives of entities other than Butterball and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

232. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed

to employees and executives of entities other than Butterball and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

233. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees and executives of entities other than Butterball and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

234. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees and executives of entities other than Butterball and on that basis, Butterball denies the allegations of this paragraph related to entities other than Butterball and employees and executives of entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

235. Denied.

236. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

237. Denied.

238. Plaintiffs have not produced and did not attach the USDA report referenced in this paragraph, and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to the USDA report, or the truth of the matters asserted. On

that basis, Butterball denies the allegations related to the USDA report. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations of this paragraph and on that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

239. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

240. Denied.

241. Butterball admits that federal regulators and the Department of Justice have previously investigated the broiler and chicken processing industry. Because Butterball was not involved in any of the investigations alleged in this paragraph, Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies all allegations in this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

242. Butterball admits that some Butterball executives know some executives of other Defendants. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

243. Butterball states that this paragraph includes numerous, vague allegations about several industry groups and supposed meetings of those industry groups over more than ten years. Butterball admits that its employees have attended, from time to time, meetings of different

industry groups, including meetings in Florida. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

244. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

245. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees and executives of entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball and statements attributed to employees and executives of entities other than Butterball. As for the statement attributed to a “former employee of Butterball, Plaintiffs did not name or identify the “former of employee of Butterball” who supposedly made the statement attributed to him or her in this paragraph, and Butterball has not identified the former Butterball employee referenced in this paragraph or any current or former Butterball employee who claims to have made the statement referenced in paragraph. Thus, Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations attributing alleged statements to the unidentified “former employee of Butterball.” To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

246. Plaintiffs did not name or identify the “former of employee of Butterball” who supposedly made the statement attributed to him or her in this paragraph, and Butterball has not identified the former Butterball employee referenced in this paragraph or any current or former

Butterball employee who claims to have made the statement referenced in paragraph. Thus, Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations attributing alleged statements to the unidentified “former employee of Butterball.” Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

247. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

248. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

249. Butterball states that the allegations of this paragraph are legal conclusions to which a response is neither required nor appropriate. If a response is required, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

250. Denied.

251. Butterball admits that its employees have a variety of backgrounds including different language skills and education. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball

and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

252. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees and executives of entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball and statements attributed to employees and executives of entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

253. Butterball admits that it pays its employees who work at poultry processing plants more than minimum wage. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

254. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations about “employment at non-poultry meat processing plants,” including employment at “beef processing plants,” and on that basis, Butterball denies all allegations in this paragraph.

255. Butterball admits that its employees gain valuable skills while employed at Butterball’s processing plants and that Butterball values those skills. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

256. Butterball admits that its employees gain valuable skills while employed at Butterball's processing plants and that Butterball values those skills and considers the experience of an employee, along with other factors, to decide the employee's compensation. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

257. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

258. Butterball states that the allegations of this paragraph are generic and overbroad allegations about unnamed "poultry processing plant workers" and their motivations and Butterball thus lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations. On that basis, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

259. Butterball states that the allegations in this paragraph require expert analysis and testimony, and Plaintiffs have not produced or attached the "empirical econometric work" or the "recent paper" referenced in this paragraph. Butterball thus lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph and on that basis, Butterball denies all allegations in this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

260. The first sentence of paragraph 260 is a legal conclusion to which a response is

neither required nor appropriate. If a response is required, Butterball denies the allegation in the first sentence of paragraph 260. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

261. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

262. Denied.

263. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations in this paragraph, Butterball denies all allegations in this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

264. Denied.

265. Denied.

266. Denied.

267. Denied.

268. Denied.

269. Plaintiffs did not attach or produce the “analysis conducted by economists retained by Plaintiffs” and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements and analysis attributed to the unnamed economists, or the truth of the matters asserted. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

270. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

271. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees and executives of entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball and statements attributed to employees and executives of entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

272. Plaintiffs have not produced or identified the source of the statistics referenced in this paragraph and Butterball thus lacks sufficient information to form a belief as to the accuracy of the statistics alleged in this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

273. Denied.

274. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

275. Denied.

276. Denied.

277. Denied.

278. Denied.

279. Denied.

280. Denied.

281. Denied.

282. Plaintiffs have not produced and did not attached the October 2015 Oxfam America report, the alleged response by Perdue Farms, or the alleged joint statement by the National Chicken Council and U.S. Poultry & Egg Association, and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to those reports and statements, or the truth of the matters asserted. On that basis, Butterball denies the allegations related to those unattached and unproduced reports and statements. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

283. Butterball admits that Butterball and other poultry processing plants often advertised the wages offered to potential employees and that Butterball's advertised compensation was the result of competition. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to compensation offered to employees by entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. Plaintiffs have not produced and did not attach the advertisements quoted and referenced in this paragraph and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to those advertisements, or the truth of the matters asserted. On that basis, Butterball denies the allegations related to those unattached and unproduced advertisements. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

284. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to meetings that Butterball did not attend—including but not

limited to meetings of the participants in the WMS survey before 2015—and on that basis, Butterball denies allegations related to meetings Butterball did not attend. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

285. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to WMS surveys in which Butterball did not participate or receive—including but not limited to WMS surveys before 2015—and on that basis, Butterball denies allegations related to WMS surveys Butterball did not receive or participate in. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball or about statements attributed to employees or executives of entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball and statements attributed to employees and executives of entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

286. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. Plaintiffs have not produced and did not attach the alleged statements by Blair Snyder or the Businessweek article, and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to those reports and statements, or the truth of the matters asserted. On that basis, Butterball denies the allegations related to those unattached and unproduced reports and statements. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

287. Butterball lacks sufficient information or knowledge to form a belief as to the truth

or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. Plaintiffs have not produced and did not attach the 2019 Guardian article, and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to the Guardian article, or the truth of the matters asserted. On that basis, Butterball denies the allegations related to the Guardian article. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

288. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations about Agri Stats or about alleged statements attributed to a former Perdue Farms employee and on that basis, Butterball denies all allegations related to those allegations. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

289. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations about Agri Stats and on that basis, Butterball denies all allegations related to those allegations. Plaintiffs have not produced and did not attach the Guardian article referenced in this paragraph and Butterball thus lacks sufficient knowledge or information to form a belief as to the accuracy of the statements attributed to that article, or the truth of the matters asserted. On that basis, Butterball denies the allegations related to the unattached and unproduced article. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

290. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. Butterball further states that this paragraph does not include allegations about any specific “collective bargaining negotiations” and thus Butterball cannot admit or deny any allegations about unspecified negotiations over an

unspecified period of time. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

291. Denied.

292. Butterball lacks sufficient information or knowledge to form a belief as to the truth or accuracy of the allegations related to entities other than Butterball and on that basis, Butterball denies all allegations related to entities other than Butterball. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

293. Butterball states that the allegations in this paragraph are legal conclusions to which a response is neither required nor appropriate. If a response is required, Butterball denies the allegations of this paragraph. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

294. Butterball states that this paragraph is definitional and does not require a response. If a response is required, Butterball denies that the alleged class meets the requirements of Rule 23. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

295. Butterball states that this paragraph is definitional and does not require a response. If a response is required, Butterball denies that the alleged class meets the requirements of Rule 23. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

296. Denied.

297. The allegation of this paragraph is a legal conclusion to which a response is neither required nor appropriate. If a response is required, Butterball denies the allegations of this paragraph.

298. Butterball lacks sufficient knowledge or information to form a belief about the truth of the allegations in this paragraph and on that basis, denies the allegations of this paragraph.

Butterball further denies that the alleged class meets the requirements of Rule 23. To the extent not expressly admitted, Butterball denies all allegations of this paragraph.

299. Denied.

300. Denied.

301. Denied.

302. Denied.

303. Denied.

304. Denied.

305. Denied.

306. Denied.

307. Denied.

308. Butterball incorporates and re-alleges each preceding answer.

309. Denied.

310. Denied.

311. Denied.

312. Denied.

313. Denied.

314. Butterball incorporates and re-alleges each preceding answer.

315. Denied.

316. Denied.

317. Denied.

318. Denied.

319. Denied.

320. Denied.

321. Denied.

322. Denied.

323. Denied.

324. Denied.

325. Denied.

326. Denied.

327. Denied.

328. Denied.

329. Denied.

330. Denied.

331. Denied.

332. Denied.

333. Denied.

ADDITIONAL DEFENSES

Butterball asserts the following additional defenses without assuming the burden of proving any fact, issue, or element of a cause of action that otherwise belongs to Plaintiffs. Each additional defense is asserted as to all claims alleged against Butterball in the Second Amended Complaint. As separate and distinct additional defenses, Butterball alleges as follows:

First Additional Defense **(Failure to State a Claim for Violating the Antitrust Laws)**

Plaintiffs failed to state a claim upon which relief can be granted including, but not limited to, any claim for relief under the Sherman Act, the Clayton Act, or any other state or federal antitrust law.

Second Additional Defense **(Statute of Limitations)**

Plaintiffs' claims are barred, in whole or in part, by the applicable statutes of limitations. Plaintiffs' claims are barred because they are based on alleged conduct that predates the applicable limitations period. Even if Plaintiffs alleged more recent activity, any claim for damages incurred more than four years ago is barred.

At a minimum and in the alternative, there is no basis to hold Butterball liable for any conduct prior to 2015 because Plaintiffs did not allege that Butterball engaged in any of the three types of information-sharing conduct: participation in supposed "off-the-books" WMS meetings before 2015, sharing wage data with or receiving wage data from other poultry processors through WMS prior to 2015, or engaging in plant-to-plant communications of compensation data prior to 2015.

As for the Count I *per se* claim, Butterball cannot be liable for a conspiracy's prior acts unless the newcomer—here, Butterball—possesses "knowledge of what has gone on before." *In re Mid-Atl. Toyota Antitrust Litig.*, 525 F. Supp. 1265, 1281 n.16 (D. Md. 1981) (quotation

omitted), modified, 541 F. Supp. 62 (D. Md. 1981); *see also In re Packaged Seafood Prods. Antitrust Litig.*, 277 F. Supp. 3d 1167, 1186 (S.D. Cal. 2017) (dismissing an antitrust claim because “a defendant must enter the conspiracy ‘with knowledge of what has gone before’”) (citation omitted). Plaintiffs alleged Butterball attended the supposed “Compensation Committee” meetings in Florida in April 2015 and April 2017, and “employees of Butterball completed and submitted WMS surveys immediately before, and for distribution at, both the April 2015 and April 2017 meetings of the Compensation Committee in Destin, Florida.” SAC ¶ 54. Plaintiffs do not allege, however, that Butterball was aware of any communications or conduct at the “off the books” WMS meetings that occurred prior to 2015 or that Butterball had access to any information about the wages paid by chicken processors prior to Butterball participating in the WMS survey beginning in 2015.

As for the Count II, rule-of-reason claim, Plaintiffs alleged no fraudulent concealment by Butterball, and, even if Plaintiffs alleged a continuing violation through the Agri Stats report, Plaintiffs were on inquiry notice of their rule-of-reason claim because, as alleged in Paragraph 215 of the Second Amended Complaint, unions representing putative class members knew that certain Defendant Processors “insist[ed] during negotiations that ‘wages would have to be within the parameters’ contained in Agri Stats.” SAC ¶ 215. Furthermore, Plaintiffs allege no anticompetitive use of Agri Stats during the relevant statute of limitations period such as, for example, decreasing wages or compensation paid to Butterball employees during the four years preceding the filing of the initial complaint.

Plaintiffs also knew or should have reasonably known with the exercise of due diligence that Butterball used Agri Stats. Plaintiffs allege, for example, that Pilgrim’s relied on Agri Stats data during labor negotiations in 2009, *id.* ¶ 214, and “that a former employee of Butterball

explained that the company relied on Agri Stats when engaging in collective bargaining negotiations with unions that represented poultry processing workers,” *id.* ¶ 215. According to Plaintiffs, “[t]he former Butterball employee explained that the company would use Agri Stats to “show unions the average pay in the industry” and insisted during negotiations that wages “would have to be within the parameters” contained in Agri Stats.” *Id.* Plaintiffs also alleged that the former president of Agri Stats announced during a public earnings call *in 2009* that Agri Stats had “97% of the broiler industry participating, about 95% of the turkey industry.” *Id.* ¶ 201.

Finally, Plaintiffs failed to allege with particularity, as required by Rule 9(b) of the Federal Rules of Civil Procedure, that Butterball fraudulently concealed any violation of antitrust law. Further, Butterball did not take any action to conceal its attendance at any meeting, participation in any wage or compensation survey provided by WM or Agri Stats, or any other conduct Plaintiffs allege violated antitrust law.

Third Additional Defense
(Procompetitive Justifications and Permissible Competition)

Plaintiffs’ claims must be dismissed because Butterball has a procompetitive justification for its conduct. From time to time, Butterball submitted certain information to WMS and Agri Stats, and WMS and Agri Stats provided Butterball with certain reports from time to time related to employees of turkey processors, not chicken producers or processors. WMS and Agri Stats provided high-level, non-competitively sensitive information concerning certain aspects of compensation paid by Butterball and other poultry processors to their employees that, to the extent considered at all, could help reduce costs, enhance output, and improve efficiency.

The procompetitive effects of Butterball’s conduct outweigh any anticompetitive effects, and were lawful, justified, pro-competitive, carried out in Butterball’s legitimate business interests,

and constitutes bona fide competitive activity. At a minimum, Butterball avers that its conduct is as consistent with permissible competition as with illegal conspiracy, and thus does not support an inference of antitrust conspiracy.

Fourth Additional Defense
(Laches)

Plaintiffs' claims are barred by the equitable doctrine of laches. In support of this defense, Butterball repeats and re-alleges, as if fully set forth herein, the allegations set forth in Butterball's Second Defense. Plaintiffs failed to exercise reasonable diligence in pursuing their alleged claims, resulting in prejudice to Butterball.

Fifth Additional Defense
(Set Off)

Plaintiffs' claims are barred, in whole or in part, by any right that Butterball may possess to set off any amounts paid to plaintiffs by any defendants that have settled, or that do settle, any claims that Plaintiffs have asserted against such defendants in this action.

Sixth Additional Defense
(Independent Action)

Plaintiffs' claims are barred because Butterball's conduct was unilateral and undertaken solely for Butterball's legitimate, lawful business purposes.

Seventh Additional Defense
(Conspiracy to Fix Wages is Implausible)

Plaintiffs' claims are barred because Plaintiffs have not stated a plausible nationwide conspiracy between eighteen poultry processors over more than ten years. Plaintiffs also failed to allege any applicable "plus factors" that would support an inference of a conspiracy. Plaintiffs are thus not liable the acts or conduct of any other Defendant, any other alleged co-conspirator, or any other third party.

Eighth Additional Defense
(No Agreement to Fix Wage Information)

Plaintiffs' claims are barred because Plaintiffs have not alleged that Butterball agreed with any other Defendant or competitor to set or fix wages.

Ninth Additional Defense
(No Parallel Conduct or Plus Factors)

Plaintiffs' claims are barred because Plaintiffs alleged no parallel conduct by Butterball and any other Defendant, or any "plus factors" that are inconsistent with unilateral conduct.

Tenth Additional Defense
(Lack of Standing)

Butterball is a producer of turkey products with turkey processing plants in North Carolina, Arkansas, and Missouri. Three of the Plaintiffs – Judy Jien, Kieo Jibidi, and Elaisa Clement – filed the original class action complaint in this action on August 30, 2019, against eighteen chicken processors and many of their subsidiaries and affiliates, as well as two consulting companies. (ECF No. 1 ¶ 1; ECF No. 196 ¶ 2.) The three original Plaintiffs brought the action on behalf of themselves individually and all persons employed by the chicken processing defendants as non-supervisory production and maintenance employees at chicken processing plants in the continental United States from January 1, 2009, until the present. (ECF No. 1 at p.1; ECF No. 196 at p.1.)

On December 23, 2019, the three original Plaintiffs and two new Plaintiffs – Glenda Robinson and Emily Earnest – amended the complaint by adding Butterball and other turkey processors on behalf of a putative class of all person employed at poultry processing plants in the continental United States from January 1, 2009, until the present. On November 2, 2020, Plaintiffs filed a second amended consolidated complaint on behalf of the same putative class and against many of the same defendants. (ECF No. 386.)

Even though Plaintiffs seek to represent employees at eighteen chicken and turkey processors and launch discovery in a nationwide class action with a purported class period of more than a decade, none of the Plaintiffs were employed by Butterball or any other turkey processor, and none of the Plaintiffs alleged that they worked in North Carolina or Missouri, two of the three states in which Butterball has turkey processing plants. Thus, Plaintiffs lack standing to sue Butterball and other turkey processors, especially turkey processors in states in which Plaintiffs did not work, and Plaintiffs' purported claims against Butterball lack commonality, typicality, and individual issues will predominate over issues and facts common to the class.

Eleventh Additional Defense
(Lack of Damages)

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs' injuries and damages, if any, were not proximately caused by Butterball and/or were caused by the conduct of Plaintiffs and/or third parties.

Twelfth Additional Defense
(Failure to Satisfy Rule 23)

Plaintiffs' cannot maintain this action as a class action under Rule 23 of the Federal Rules of Civil Procedure because Plaintiffs' individualized claims cannot meet the Rule's requirements for class certification.

Thirteenth Additional Defense
(Arbitration)

Plaintiffs' claims are barred to the extent that Plaintiffs failed to comply with any applicable arbitration provision or to exhaust any applicable arbitration remedy.

Fourteenth Additional Defense
(Incorporation)

Butterball adopts and incorporates by reference any and all other defenses asserted by

any other defendant to the extent Butterball may share in such defenses.

Fifteenth Additional Defense
(Estoppel)

Plaintiffs' claims are barred, in whole or in part, by the doctrines of estoppel, unclean hands, and waiver.

Sixteenth Additional Defense
(Non-Statutory Labor Exemption)

Plaintiffs' claims are barred in whole or in part by the non-statutory labor exemption described in *Brown v. Pro Football, Inc.*, 518 U.S. 231 (1996), among other decisions, which immunizes from antitrust liability purported agreements among a group of employers when negotiating with a labor union. Plaintiffs allege that approximately one third of hourly employees at Defendants' poultry processing plants are members of a union. SAC ¶ 158. As such, the terms and conditions of those workers' employment were controlled by collective bargaining agreements separately negotiated by and between unionized putative class members and certain Defendants operating unionized poultry processing plants. By negotiating the wages and benefits to be included in its collective bargaining agreements, Butterball negotiated and entered collective bargaining agreements with the intention of collectively responding to various union demands, including the demand to facilitate timely resolutions of collective bargaining process, and was made in the context of a collective bargaining process. Such conduct is specifically immunized from antitrust liability by the non-statutory labor exemption. Thus, Plaintiffs' claims and the claims of any putative class members are barred in whole or in part to the extent that alleged anticompetitive conduct was undertaken as part of the collective bargaining process.

Seventeenth Additional Defense
(Speculative or uncertain damages)

Plaintiffs' claims are barred, in whole or in part, because their alleged damages, if any, are

too speculative, uncertain, and not of the nature or the extent alleged.

Eighteenth Additional Defense
(Lack of a Relevant Product or Geographic Market)

Plaintiffs' claims are barred in whole or in part because Plaintiffs failed to allege and cannot show a relevant product or a geographic market. Specifically, but without limitation, Plaintiffs' alleged "product market" is implausibly narrow because it is limited to jobs in poultry processing plants and does not account for alternative jobs that are reasonable substitutes, and Plaintiffs' alleged geographic market is implausibly broad because it is nationwide or of such a geographic scope that is not limited to the effective area of competition for any particular jobs.

Nineteenth Additional Defense
(Speculative or Uncertain Damages)

Plaintiffs' claims are barred, in whole or in part, because Butterball does not have or exercise market power in a properly defined relevant market. Specifically, but without limitation, Plaintiffs' alleged product market is implausibly narrow because it is limited to jobs in poultry processing plants and does not account for alternative jobs that are reasonable substitutes, and Plaintiffs' alleged geographic market is implausibly broad because it is nationwide and not limited to the effective area of competition for any particular jobs. Butterball does not have market power, individually or with the all alleged Defendants, in a nationwide labor market.

RESERVATION OF DEFENSES

Butterball has not knowingly or intentionally waived any applicable defenses, and it reserves the right to assert and rely upon any other applicable defenses that may become available or apparent during discovery in this matter. Butterball reserves the right to amend or seek to amend its answer and/or defenses.

PRAYER FOR RELIEF

WHEREFORE, Butterball prays for judgment as follows:

1. That the Court dismiss Plaintiffs' claims in the Second Amended Complaint or any later amended complaint with prejudice;
2. That the Court enter judgment in favor of Butterball and against Plaintiffs on each claim and cause of action set forth in the Second Amended Complaint or any later amended complaint;
3. That Butterball recover the costs, expenses, and disbursements that it has incurred in defending this action; and
4. That Butterball be granted such further relief as the Court deems just and proper.

JURY TRIAL DEMANDED

Butterball demands a trial by jury, pursuant to Rule 38(b) of the Federal Rules of Civil Procedure, of all issues so triable.

Dated: April 7, 2021

Respectfully submitted

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/s/ David B. Hamilton

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CERTIFICATE OF SERVICE

I certify that on April 7, 2021, I caused a copy of DEFENDANT BUTTERBALL, LLC'S ANSWER TO PLAINTIFFS' SECOND AMENDED CONSOLIDATED COMPLAINT to be served on all counsel of record by electronically filing the document with the Clerk of Court using the CM/ECF system, which will provide notification of filing to all counsel of record.

/s/ David B. Hamilton
David B. Hamilton